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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16439
(BEHR INDUSTRIES, CORP. AND SPCP GROUP, L.L.C.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Behr Industries Corp. ("Behr"), and SPCP Group, L.L.C. ("SPCP Group," together with Behr, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16439 (Behr Industries, Corp. And SPCP Group, L.L.C.) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on April 26, 2006, DAS LLC and Behr entered into a letter agreement, in accordance with this Court's Order Under 11 U.S.C. §§ 105, 363(b), 546(b), 1107, And 1108 Authorizing Payment Of Contractors And Service Providers In Satisfaction Of Liens, entered October 13, 2005 (Docket No. 199), pursuant to which DAS LLC agreed to "provisionally" pay, and did pay, Behr the sum of \$711,692.89 (the "Lien Claimant Payment").

WHEREAS Behr filed proof of claim number 16439 against Delphi on December 1, 2006, which asserts an unsecured non-priority claim in the amount of \$409,399.05 (the "Claim") stemming from the sale of goods.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 9, 2007, Behr filed its Response To Ninth Omnibus Claims Objection (Docket No. 7191) (the "Response").

WHEREAS on May 25, 2007, SPCP Group purchased the Claim pursuant to the terms of an Assignment of Claim dated November 29, 2006 (the "Assignment Agreement") and filed a Notice Of Transfer For SPCP Group, L.L.C. Re: Behr Industries Corp. (Docket No. 8062).

WHEREAS on August 10, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$409,399.05.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by the Delphi Bankruptcy Court on June 26, 2007.

THEREFORE, the Debtors, Behr, and SPCP Group stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$409,399.05 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. In the event that any or all of the Lien Claimant Payment to Behr is avoided and disgorged, Behr retains the right to assert a prepetition general unsecured claim in

he amount of the Lien Claimant Payment that is avoided and disgorged.

3. Behr shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 4th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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